

3-096A003

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

April 5, 1993

RECORDATION NO. 16743-B FILED 1425

APR 6 1993 10:00 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RE: Railcar Lease Agreement dated as of January 1, 1990 ("Lease") between  
Helm Financial Corporation ("Lessor") and The Montana Talc Company  
("Lessee")

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording,  
under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder  
the following document:

Two (2) fully executed originals of the Termination Agreement dated  
February 8, 1993 ("Termination Agreement") between Helm Financial  
Corporation and The Montana Talc Company.

In connection with the recording of the Termination Agreement, please note the  
following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111  
ATTN: President

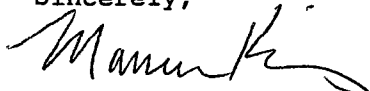
Name and Address of Lessee: The Montana Talc Company  
28769 Sappington Road  
Three Forks, Montana 59792  
ATTN: Mr. Riley Malone  
Transportation Manager

Equipment: Nine (9) 60 foot, 100 ton, insulated boxcars  
(See Annex A for Unit Numbers)

Previous ICC Filing: Lease filed on January 29, 1990 under  
Recordation No. 16743-h

Please file the Termination Agreement under the next available recordation  
number. The filing fee of sixteen dollars (\$16.00) is included in the  
enclosed check.

Sincerely,



Maureen Krieg  
Contracts Administrator

mek  
Enclosures (2)

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/6/93

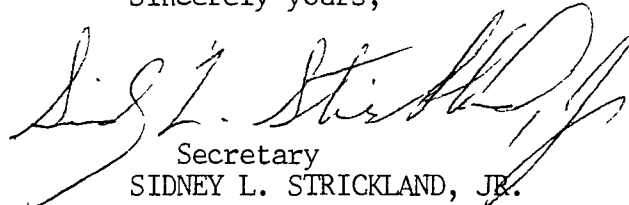
OFFICE OF THE SECRETARY

**Maureen Krieg**  
**Helm Financial Corporation**  
**One Embarcadero Center**  
**San Francisco, California 94111**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **4/6/93** at **10:00am**, and assigned  
recordation number(s). **16743-B**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

APR 6 1993 10:00 AM

TERMINATION AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION AGREEMENT ("Termination Agreement") to the Railcar Lease Agreement dated as of January 1, 1990, as amended (the "Lease"), between HELM FINANCIAL CORPORATION ("Lessor") and THE MONTANA TALC COMPANY, a joint venture of NICOR MINERALS VENTURE, INC. and MERIDIAN MINERALS COMPANY ("Lessee"), is made as of February 8, 1993 between Lessor and Lessee.

## R E C I T A L S:

- A. Lessor and Lessee are parties to the Lease pursuant to which nine (9), sixty (60) foot, one hundred (100) ton, insulated boxcars with interior bulkheads and bearing the reporting marks as provided in Annex A attached hereto (the "Railcar(s)") were leased by Lessor to Lessee.
- B. The Lease is on file at the Interstate Commerce Commission under Recordation No. 16743 filed on January 29, 1990.
- C. The parties desire to terminate the Lease early with respect to the Railcars.

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

- 1. Effective on the "Termination Date" of each Railcar, as provided in Annex A, the Term of the Lease shall be deemed to have terminated for such Railcar.
- 2. Any obligations under the Lease with respect to any Railcar incurred prior to such Termination Date shall survive the termination of the Lease with respect to such Railcar.
- 3. The Lease shall be terminated on the Termination Date of the last Railcar, and this Termination Agreement shall be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. 11303 as the formal termination document.

HELM FINANCIAL CORPORATION

THE MONTANA TALC COMPANY,  
a Joint Venture,NICOR MINERAL VENTURE, INC.,  
its Managing PartnerBy: Title: PresidentDate: 02/26/93By: Title: Transportation Mgr.Date: 2/11/93

STATE OF CALIFORNIA

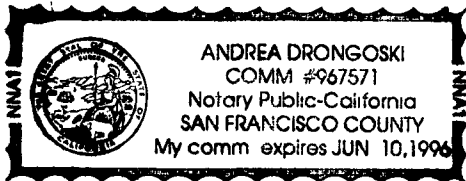
COUNTY OF SAN FRANCISCO

On February 26, 1993, before me, Andrea Drongoski  
personally appeared Richard C. Kirchner, President of HELM  
FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed  
the same in his/her/their authorized capacity (ies), and that  
by his/her/their signature(s) on the instrument the person(s),  
or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.



Andrea Drongoski  
SIGNATURE OF THE NOTARY

STATE OF MONTANA

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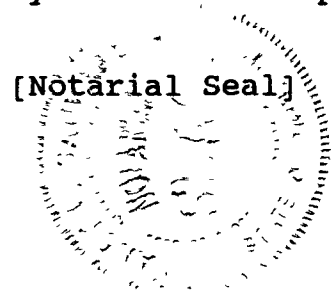
COUNTY OF MADISON

On this 11 day of February, 1993, before me personally  
appeared Riley Malone, to me personally known, who,  
being by me duly sworn says that he is Transportation Mgr. of  
THE MONTANA TALC COMPANY, that said instrument was signed and  
sealed on behalf of said corporation by authority of its President  
and Directors and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

James L. Sauvageau  
Notary Public

My Commission Expires: 2-19-94

[Notarial Seal]



**ANNEX A**

**DESCRIPTION OF EQUIPMENT**

<b><u>Equipment Description</u></b>	<b><u>Equipment Numbers</u></b>	<b><u>Termination Date</u></b>
Nine (9), sixty (60)	HLMX 8805	12/16/92
foot, one hundred (100)	8807	10/02/92
ton, insulated boxcars	8815	01/29/93
with interior bulkheads	8822	11/10/92
	8861	12/23/92
	8864	12/09/92
	8876	11/01/92
	8891	10/29/92
	8899	11/20/92